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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF CALIFORNIA
SAN DIEGO DIVISION

HCL PARTNERS LIMITED PARTNERSHIP, On Behalf of Itself and All Others Similarly Situated, Plaintiff, v. LEAP WIRELESS INTERNATIONAL, INC., S. DOUGLAS HUTCHESON, DEAN M. LUVISA, AMIN I. KHALIFA and PRICEWATERHOUSECOOPERS, LLP, Defendants.	**ECF CASE** **No. 07-CV-2245-BTM-NLS** Date: March 28, 2008, 2008 Time: 11:00 A.M. Courtroom: 15 (5th Floor) Per Chambers No Oral Argument Unless Requested by the Court

EXHIBIT LIST

1. Exhibit 1 is a true and correct copy of The Merger Fund's Registration Statement, filed with the SEC on February 20, 2007.

2. Exhibit 2 is a true and correct copy of The Merger Fund VL's Registration Statement, filed with the SEC on April 18, 2007

3. Exhibit 3 is a true and correct copy of Green & Smith Investment Management, LLC's Uniform Application for Investment Advisor Registration Form ADV dated March 10, 2006 (terminated January 22, 2007).

4. Exhibit 4 is a true and correct copy of the Amended and Restated Declaration of Trust of The Merger Fund filed with the SEC on or about August 22, 1989.

5. Exhibit 5 is a true and correct copy of The Investment Advisory Contract between The Merger Fund and Westchester Capital Management, Inc., dated January 31, 1989.

6. Exhibit 6 is a true and correct copy of The Agreement and Declaration of Trust of The Merger Fund VL dated November 22, 2002.

7. Exhibit 7 is a true and correct copy of the limited power of attorney granted to Frederick W. Green on April 16, 2003.

8. Exhibit 8 is a true and correct copy of *Smajlaj v. Brocade Commc'ns Systems, Inc.*, Civ. No. 05-2042, slip op. (N.D. Cal. Jan. 12, 2006).

9. Exhibit 9 is a true and correct copy of *Singer v. Nicor, Inc.*, Civ. No. 02-5168, slip op. (N.D. Ill. Oct. 16, 2002).

Dated: March 14, 2008

GLANCY BINKOW & GOLDBERG LLP

By: /s/ Andy Sohrn
Andy Sohrn

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